

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	Re: Docket No. _____ and 3/21/05 Agenda Item _____

**ORDER AUTHORIZING DEBTORS TO ENTER INTO
(A) AN EMPLOYMENT AGREEMENT WITH ITS CURRENT CHIEF OPERATING
OFFICER UNDER WHICH HE WOULD ASSUME THE POSITION OF
CHIEF EXECUTIVE OFFICER OF THE DEBTORS ("CEO") AND (B) A POST-
RETIREMENT AGREEMENT WITH THE CURRENT CEO WHEREBY HE WOULD
PROVIDE CONSULTING SERVICES RELATED TO DEBTORS'
CHAPTER 11 CASES**

Upon the motion (the "Motion")¹ of the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") seeking entry of an order under sections 105(a) and 363(b) of the Bankruptcy Code authorizing the Debtors to enter in an employment agreement with the current President and Chief Operating Officer of the Debtors to become the CEO of the Debtors, and to enter into a post-retirement agreement with the current CEO of the Debtor's to provide consulting services regarding the Chapter 11 Cases; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that the relief

¹ Any term not defined herein shall have the meaning ascribed thereto in the Motion.

requested in the Motion is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized to enter into the CEO Agreement and the Norris Consulting Agreement; and it is further

ORDERED that the Debtors are authorized to take any and all actions that are contemplated by the Motion or necessary to effectuate this order; and it is further

ORDERED that, notwithstanding the possible applicability of Fed.R.Bankr.P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: March ____, 2005

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge